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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person *<br><u>Laube Lisa</u><br><br>(Last) (First) (Middle)<br>C/O FLOOR & DECOR HOLDINGS, INC.<br>2500 WINDY RIDGE PARKWAY, SE<br><br>(Street)<br>ATLANTA GA 30339<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Floor &amp; Decor Holdings, Inc. [ FND ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>EVP & CMO |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>09/24/2019                                 |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       |   |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)         | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |        | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|   |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Class A common stock, par value \$0.001 | 09/24/2019                           |  | M                              |   | 40,000  | A          | \$2.85 | 111,087   | D  |   |
| Class A common stock, par value \$0.001 | 09/24/2019                           |  | M                              |   | 40,000  | A          | \$4.33 | 151,087   | D  |   |
| Class A common stock, par value \$0.001 | 09/24/2019                           |  | S <sup>(1)</sup>               |   | 80,000  | D          | \$50   | 71,087  | D  |   |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Stock Option (right to buy)                | \$2.85   | 09/24/2019                           |  | M                              |   |  | 40,000 | 02/03/2017   | 02/23/2022      | Class A common stock, par value \$0.001   | \$0  | 163,093  | D   |  |
| Stock Option (right to buy)                | \$4.33   | 09/24/2019                           |  | M                              |   |  | 40,000 | 02/03/2017   | 02/23/2022      | Class A common stock, par value \$0.001   | \$0  | 163,093  | D   |  |

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Ms. Laube on May 7, 2019.

/s/ Monica Shilling, by power of attorney 09/26/2019

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.